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**RESOLUTION OF THE BOARD OF DIRECTORS
OF SHOOK & FLETCHER INSULATION CO.**

I, Wayne W. Killion, Sr., the sole Director of **SHOOK & FLETCHER INSULATION CO.** (the "Company"), a Delaware corporation, do hereby certify that on the 5th day of April, 2002, at a specially called meeting of the Board of Directors of the Company, the following resolutions were duly and legally passed:

RESOLVED, that it is in the best interests of the Company, its creditors, shareholders and other interested parties that a petition under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") be filed by the Company in the United States Bankruptcy Court for the Northern District of Alabama;

RESOLVED, FURTHER, that Wayne W. Killion, Jr., in his capacity as President and CEO of the Company, be, and he hereby is, authorized and empowered to execute, verify and file on behalf of the Company such petitions and schedules and such other papers as may be required, necessary or proper to commence a case under chapter 11 of the Bankruptcy Code, and to take any and all actions necessary or proper therein, and to retain the law firms of Swidler Berlin Shereff Friedman, LLP, and Lange, Simpson, Robinson & Sommerville LLP, as legal counsel for the filing of said petition and the representation of the Company during the proceedings, and to compensate said attorneys for their services rendered therein, and to arrange for the retention of such other professionals as may be necessary and to compensate said professionals for their services rendered.

IN WITNESS WHEREOF, I hereunto set my name as the sole Director of the Company, this 5th day of April, 2002.

By:

Wayne W. Killion, Sr.
Wayne W. Killion, Sr.,
Sole Director of Shook & Fletcher Insulation Co.

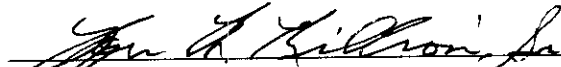
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U.S. BANKRUPTCY COURT
N.D. OF ALABAMA

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WAIVER OF NOTICE

The undersigned, in his capacity as the sole director of Shook & Fletcher Insulation Co., a Delaware corporation (the "Company") hereby waives notice of the time, place and purposes of the special meeting of the Board of Directors, which was held on April 5, 2002.

IN WITNESS WHEREOF, the undersigned has executed this Waiver of Notice, on this 5th day of April, 2002.



Wayne W. Killion, Sr.
Sole Director of Shook & Fletcher Insulation Co.